

ALVORD AND ALVORD
ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 30, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Nineteenth Amendment to Security Agreement-Trust Deed, dated as of October 30, 1995, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of October 30, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Nineteenth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is: 595 railcars set forth in Annex A attached to the Nineteenth Amendment, with the Leases related thereto set forth in Annex B attached to the Nineteenth Amendment.

RECORDATION NO. 19111-009888, 0602

OCT 30 1995 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

0100832006

*105.00

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Mr. Vernon A. Williams
October 30, 1995
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With respect to the 595 railcars being ADDED to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

BILL OF SALE

RECORDATION NO. FILED 1426
OCT 30 1995 - 2 45 PM
MERCHANDISE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to AKF CORP., a Delaware corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEREE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 30 day of October, 1995.

ACF INDUSTRIES, INCORPORATED

By: J. Bates
Name: James C. Bates
Title: Vice President and
Chief Financial Officer

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 16th day of October, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

Nancy Collins

Notary Public

ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	39752	ACFX	40864	ACFX	41049
ACFX	39753	ACFX	40865	ACFX	41051
ACFX	39754	ACFX	40866	ACFX	41052
ACFX	39755	ACFX	40867	ACFX	41053
ACFX	39770	ACFX	40868	ACFX	41054
ACFX	39775	ACFX	40869	ACFX	51413
ACFX	39778	ACFX	40870	ACFX	51414
ACFX	39779	ACFX	40871	ACFX	51416
ACFX	39780	ACFX	40872	ACFX	51417
ACFX	39781	ACFX	40873	ACFX	51418
ACFX	39782	ACFX	40874	ACFX	51419
ACFX	39783	ACFX	40875	ACFX	51461
ACFX	39784	ACFX	40876	ACFX	51494
ACFX	39785	ACFX	40877	ACFX	51495
ACFX	39786	ACFX	40878	ACFX	51497
ACFX	39787	ACFX	40879	ACFX	51498
ACFX	39788	ACFX	40880	ACFX	51499
ACFX	39789	ACFX	40913	ACFX	51500
ACFX	39790	ACFX	40914	ACFX	51501
ACFX	39791	ACFX	40915	ACFX	51502
ACFX	39792	ACFX	40916	ACFX	51504
ACFX	39793	ACFX	40917	ACFX	51506
ACFX	39794	ACFX	40918	ACFX	51507
ACFX	39795	ACFX	40919	ACFX	51509
ACFX	39796	ACFX	40920	ACFX	51510
ACFX	39797	ACFX	40921	ACFX	51511
ACFX	39798	ACFX	40922	ACFX	51512
ACFX	39799	ACFX	40954	ACFX	51513
ACFX	39800	ACFX	40955	ACFX	51514
ACFX	39801	ACFX	40956	ACFX	51533
ACFX	39802	ACFX	40957	ACFX	51534
ACFX	39803	ACFX	40959	ACFX	51535
ACFX	39804	ACFX	40960	ACFX	51536
ACFX	39805	ACFX	40961	ACFX	51537
ACFX	39806	ACFX	40962	ACFX	51539
ACFX	39807	ACFX	40963	ACFX	51540
ACFX	39808	ACFX	40964	ACFX	51541
ACFX	40851	ACFX	40965	ACFX	51542
ACFX	40852	ACFX	40966	ACFX	51543
ACFX	40853	ACFX	40967	ACFX	51544
ACFX	40854	ACFX	41037	ACFX	51545
ACFX	40855	ACFX	41038	ACFX	51546
ACFX	40856	ACFX	41039	ACFX	51547
ACFX	40857	ACFX	41040	ACFX	51548
ACFX	40858	ACFX	41041	ACFX	51549
ACFX	40859	ACFX	41042	ACFX	51550
ACFX	40860	ACFX	41044	ACFX	51551
ACFX	40861	ACFX	41045	ACFX	51552
ACFX	40862	ACFX	41047	ACFX	51553
ACFX	40863	ACFX	41048	ACFX	51554

ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	51555	ACFX	51621	ACFX	64716
ACFX	51556	ACFX	51622	ACFX	64717
ACFX	51557	ACFX	51623	ACFX	64718
ACFX	51558	ACFX	51624	ACFX	64719
ACFX	51559	ACFX	51625	ACFX	64720
ACFX	51560	ACFX	51626	ACFX	64721
ACFX	51561	ACFX	51627	ACFX	64722
ACFX	51562	ACFX	51628	ACFX	64723
ACFX	51563	ACFX	51629	ACFX	64724
ACFX	51564	ACFX	51630	ACFX	64725
ACFX	51567	ACFX	51631	ACFX	64726
ACFX	51568	ACFX	51632	ACFX	64727
ACFX	51569	ACFX	51633	ACFX	64728
ACFX	51570	ACFX	51634	ACFX	64729
ACFX	51571	ACFX	51635	ACFX	64730
ACFX	51572	ACFX	51636	ACFX	64731
ACFX	51573	ACFX	51637	ACFX	64732
ACFX	51574	ACFX	51638	ACFX	64733
ACFX	51575	ACFX	51639	ACFX	64734
ACFX	51576	ACFX	51640	ACFX	64735
ACFX	51577	ACFX	64607	ACFX	64736
ACFX	51578	ACFX	64608	ACFX	64737
ACFX	51579	ACFX	64609	ACFX	64738
ACFX	51580	ACFX	64610	ACFX	64739
ACFX	51581	ACFX	64611	ACFX	64740
ACFX	51582	ACFX	64612	ACFX	64741
ACFX	51583	ACFX	64613	ACFX	64742
ACFX	51584	ACFX	64615	ACFX	64743
ACFX	51585	ACFX	64616	ACFX	64744
ACFX	51586	ACFX	64617	ACFX	64745
ACFX	51587	ACFX	64618	ACFX	64746
ACFX	51588	ACFX	64619	ACFX	64747
ACFX	51589	ACFX	64620	ACFX	64748
ACFX	51604	ACFX	64621	ACFX	64749
ACFX	51605	ACFX	64622	ACFX	64750
ACFX	51606	ACFX	64624	ACFX	64751
ACFX	51607	ACFX	64626	ACFX	64752
ACFX	51608	ACFX	64629	ACFX	64753
ACFX	51609	ACFX	64631	ACFX	64754
ACFX	51610	ACFX	64632	ACFX	64755
ACFX	51611	ACFX	64633	ACFX	64756
ACFX	51612	ACFX	64634	ACFX	64757
ACFX	51613	ACFX	64635	ACFX	64758
ACFX	51614	ACFX	64636	ACFX	64759
ACFX	51615	ACFX	64637	ACFX	64760
ACFX	51616	ACFX	64711	ACFX	64761
ACFX	51617	ACFX	64712	ACFX	64762
ACFX	51618	ACFX	64713	ACFX	64763
ACFX	51619	ACFX	64714	ACFX	64764
ACFX	51620	ACFX	64715	ACFX	64765

ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	64767	ACFX	65137	ACFX	72015
ACFX	64768	ACFX	65138	ACFX	72016
ACFX	64769	ACFX	65139	ACFX	72017
ACFX	64770	ACFX	65140	ACFX	72018
ACFX	64771	ACFX	65141	ACFX	72019
ACFX	64772	ACFX	65142	ACFX	72020
ACFX	64773	ACFX	65143	ACFX	72021
ACFX	64774	ACFX	65144	ACFX	72022
ACFX	64775	ACFX	65145	ACFX	72023
ACFX	64776	ACFX	71600	ACFX	72024
ACFX	64777	ACFX	71601	ACFX	72025
ACFX	64778	ACFX	71602	ACFX	72026
ACFX	64779	ACFX	71603	ACFX	72027
ACFX	64780	ACFX	71604	ACFX	72028
ACFX	64781	ACFX	71605	ACFX	72030
ACFX	64782	ACFX	71606	ACFX	72031
ACFX	64783	ACFX	71607	ACFX	72032
ACFX	64784	ACFX	71608	ACFX	72033
ACFX	64785	ACFX	71609	ACFX	72034
ACFX	64786	ACFX	71610	ACFX	72035
ACFX	64787	ACFX	71611	ACFX	72036
ACFX	64788	ACFX	71612	ACFX	72037
ACFX	64789	ACFX	71613	ACFX	72038
ACFX	64790	ACFX	71850	ACFX	72039
ACFX	64791	ACFX	71851	ACFX	72040
ACFX	64792	ACFX	71852	ACFX	72041
ACFX	64793	ACFX	71853	ACFX	72042
ACFX	64794	ACFX	71854	ACFX	72043
ACFX	64795	ACFX	71855	ACFX	72044
ACFX	64796	ACFX	71857	ACFX	72045
ACFX	64797	ACFX	71858	ACFX	72046
ACFX	64798	ACFX	71860	ACFX	72047
ACFX	64799	ACFX	71861	ACFX	72048
ACFX	64800	ACFX	71862	ACFX	72049
ACFX	64801	ACFX	71863	ACFX	72050
ACFX	64802	ACFX	71864	ACFX	72051
ACFX	64803	ACFX	72000	ACFX	72052
ACFX	64804	ACFX	72001	ACFX	72053
ACFX	64805	ACFX	72002	ACFX	72054
ACFX	64806	ACFX	72003	ACFX	72055
ACFX	64807	ACFX	72004	ACFX	72056
ACFX	64808	ACFX	72005	ACFX	72057
ACFX	64809	ACFX	72006	ACFX	72058
ACFX	64810	ACFX	72007	ACFX	72072
ACFX	65131	ACFX	72008	ACFX	72073
ACFX	65132	ACFX	72009	ACFX	72075
ACFX	65133	ACFX	72011	ACFX	72076
ACFX	65134	ACFX	72012	ACFX	72077
ACFX	65135	ACFX	72013	ACFX	72078
ACFX	65136	ACFX	72014	ACFX	72079

ANNEX A

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	72080	ACFX	72187	ACFX	72283
ACFX	72081	ACFX	72190	ACFX	72284
ACFX	72082	ACFX	72192	ACFX	72285
ACFX	72083	ACFX	72193	ACFX	72286
ACFX	72084	ACFX	72194	ACFX	72287
ACFX	72085	ACFX	72195	ACFX	72288
ACFX	72086	ACFX	72196	ACFX	72289
ACFX	72087	ACFX	72197	ACFX	72290
ACFX	72092	ACFX	72198	ACFX	72291
ACFX	72094	ACFX	72199	ACFX	72292
ACFX	72095	ACFX	72200	ACFX	72293
ACFX	72096	ACFX	72203	ACFX	72294
ACFX	72097	ACFX	72208	ACFX	72295
ACFX	72098	ACFX	72209	ACFX	72296
ACFX	72099	ACFX	72210	ACFX	72297
ACFX	72100	ACFX	72215	ACFX	72298
ACFX	72101	ACFX	72223	ACFX	72299
ACFX	72102	ACFX	72224	ACFX	72300
ACFX	72103	ACFX	72225	ACFX	72301
ACFX	72104	ACFX	72226	ACFX	72302
ACFX	72105	ACFX	72227	ACFX	72303
ACFX	72106	ACFX	72228	ACFX	72304
ACFX	72107	ACFX	72229	ACFX	72305
ACFX	72108	ACFX	72230	ACFX	72306
ACFX	72109	ACFX	72231	ACFX	72307
ACFX	72110	ACFX	72232	ACFX	72308
ACFX	72111	ACFX	72233	ACFX	72309
ACFX	72112	ACFX	72234	ACFX	72310
ACFX	72113	ACFX	72235	ACFX	72311
ACFX	72114	ACFX	72236	ACFX	72332
ACFX	72115	ACFX	72237	ACFX	72333
ACFX	72116	ACFX	72238	ACFX	77327
ACFX	72117	ACFX	72239	ACFX	77328
ACFX	72118	ACFX	72240	ACFX	77329
ACFX	72119	ACFX	72241	ACFX	77330
ACFX	72120	ACFX	72242	ACFX	77331
ACFX	72121	ACFX	72243	ACFX	77332
ACFX	72122	ACFX	72244	ACFX	77339
ACFX	72123	ACFX	72245	ACFX	77340
ACFX	72174	ACFX	72246	ACFX	77341
ACFX	72175	ACFX	72247	ACFX	77342
ACFX	72176	ACFX	72248	ACFX	77343
ACFX	72177	ACFX	72249	ACFX	77344
ACFX	72178	ACFX	72250	ACFX	77345
ACFX	72179	ACFX	72251	ACFX	77346
ACFX	72180	ACFX	72252		
ACFX	72181	ACFX	72253		
ACFX	72182	ACFX	72254		
ACFX	72183	ACFX	72255		
ACFX	72184	ACFX	72282		

595 Cars